

RECORDATION NO. 21093 FILED

**DONELAN, CLEARY, WOOD & MASER, P.C.** DEC 19 '97

3:07 PM

ATTORNEYS AND COUNSELORS AT LAW  
SUITE 750

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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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December 19, 1997

New Recordation No.

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease"), dated as of December 17, 1997.

The parties to the enclosed Lease are:

Flex Leasing Corporation - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

Carolina Power & Light Company - LESSEE  
410 South Wilmington Street  
Raleigh, NC 27602

The said Lease, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Annex A thereto.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Covers 200 coal cars FLCX300-499 as listed in Annex A"

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21093."

Enclosed is a check in the amount of forty-eight dollars (\$48.00) in payment of the filing fee (\$24.00) and the cross indexing fee (\$24.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from

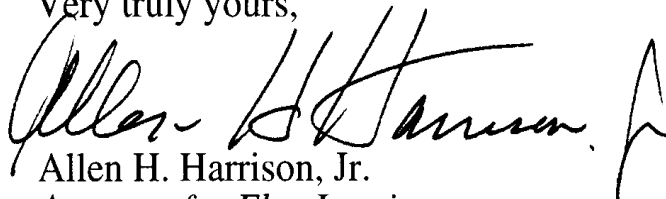
*Counterpart of H. H. H.*

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SURFACE TRANSPORTATION  
BOARD  
DEC 19 3 07 PM '97

Letter to Vernon A. Williams  
December 17, 1997  
Page 2

the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
Corporation, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8357-020

**ANNEX A**

**Description of Equipment**

Two Hundred (200) Rapid Discharge Coal Railcars all of which are numbered as follows:

FLCX300 through and including FLCX499

new not

MEMORANDUM OF LEASE DEC 19 '97 3-07PM

On December 17, 1997, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **CAROLINA POWER & LIGHT COMPANY**, a North Carolina corporation ("Lessee"), having its chief executive office at 410 South Wilmington Street, Raleigh, North Carolina 27602 entered into a lease dated as of December 17, 1997 covering the railcars as identified in the attached Annex A.

**FLEX LEASING CORPORATION**

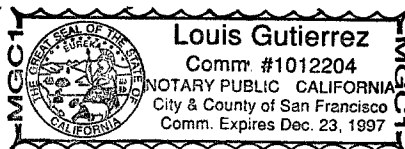
By: D.P. Hayes  
Printed Name D.P. HAYES  
Title President

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this the 17<sup>th</sup> day of December, 1997, personally came before me Desmond P. Hayes, who, being by me duly sworn, says he is President of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 17 th day of December, 1997.

SEAL



Desmond P. Hayes  
Notary Public  
My commission expires: 12/23/97

## **ANNEX A**

### **Description of Equipment**

Two Hundred (200) Rapid Discharge Coal Railcars all of which are numbered as follows:

FLCX300 through and including FLCX499